



2021 South Dakota Legislature

House Bill 1090

SENATE COMMERCE AND ENERGY ENGROSSED

Introduced by: **Representative Weisgram**

1 **An Act to modify certain requirements for domestic not-for-profit corporations and**
 2 **to declare an emergency.**

3 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

4 **Section 1.** That § 47-22-35 be AMENDED.

5 **47-22-35. Emergency bylaws--Conditions creating emergency.**

6 The board of directors of any corporation may adopt emergency bylaws, which
 7 shall, notwithstanding any different provision elsewhere in chapters 47-22 to 47-28,
 8 inclusive, or in the articles of incorporation or bylaws, be operative during any emergency
 9 in the conduct of the affairs of the corporation resulting from ~~an attack on the United~~
 10 ~~States or any nuclear or atomic disaster~~ any national security, national health, or other
 11 declared emergency requiring such action.

12 **Section 2.** That § 47-23-3 be AMENDED.

13 **47-23-3. Members' meetings--Time and place.**

14 Meetings of members of a corporation may be held via electronic communication
 15 or at such place, either within or without this state, as may be provided in the articles or
 16 bylaws. In the absence of any such provision, all meetings shall be held at the registered
 17 office of the corporation in this state, unless a special meeting is called and held
 18 electronically pursuant to § 47-23-5.

19 **Section 3.** That § 47-23-5 be AMENDED.

20 **47-23-5. Special meetings.**

21 Special meetings of the members of a corporation may be called by the president
 22 or by the board of directors. Special meetings of the members may also be called by such
 23 other officers or persons or number or proportion of members as may be provided in the
 24 articles of incorporation or the bylaws. In the absence of a provision fixing the number or

1 proportion of members entitled to call a meeting, a special meeting of members may be
2 called by members having one-twentieth of the votes entitled to be cast at such meeting.
3 The call of a special meeting may provide that the meeting be held by any means of
4 electronic communication that allows the members to:

- 5 (1) Substantially see or hear the proceedings concurrently with their occurrence;
6 (2) Vote on matters submitted to the members; and
7 (3) Pose questions and make comments.

8 **Section 4.** Whereas, this Act is necessary for the immediate preservation of the public peace,
9 health, or safety, an emergency is hereby declared to exist, and this Act shall be in full force
10 and effect from and after its passage and approval.